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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
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AFFIDAVIT OF NON-LEGAL ORDINARY COURSE PROFESSIONAL

DISTRICT OF ST. ALBANS )  
COUNTY OF HERTFORDSHIRE ) ss:  
COUNTRY ENGLAND )

Colin Christopher Hull, being duly sworn, deposes and says:

1. I am a principal of CCH & Co. ("CCH") which firm maintains offices at London Colney, Herts. England.
2. Neither I, CCH, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. CCH, has represented and advised the Debtors in Delco Electronics Overseas Corporation with respect to certain corporate tax of aspects of the Debtors' businesses.
4. The Debtors have requested, and CCH has agreed, to continue to represent and advise the Debtors pursuant to section 327(a) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters.
5. CCH's current fees arrangement is hourly rates agreed with local management.
6. Except as set forth herein, no promises have been received by CCH or any partner, auditor or other member thereof as to compensation in connection with these chapter 11

cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. CCH has no agreement with any entity to share with such entity any compensation received by CCH.

8. CCH and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. CCH does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, CCH, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which CCH is to be engaged.

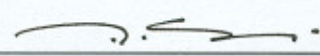
10. In view of the foregoing, CCH is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

11. The foregoing constitutes the statement of CCH pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

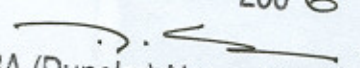
FURTHER AFFIANT SAYETH NOT

  
Colin Christopher Hull

Subscribed and sworn before me  
this 21 day of February 2006

  
\_\_\_\_\_  
Notary Public



Declared/ Sworn/ Signed at  
2 Sun Lane  
Harpenden, England  
This 21 day of Feb 2006  
Before me,   
R I Simpson BA (Dunelm) Notary Public

  
Robert Ian Simpson  
Solicitor/Notary Public  
2 Sun Lane  
Harpenden  
Herfordshire

COLIN CHRISTOPHER HULL, PARTNER of CCH & Co., hereby certifies that on 21 February 2006, served a copy of the Affidavit of Non Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Dated 21 February 2006

Signed:

Colin Christopher Hull  
CCH & Co.  
PO Box 827

  
Colin Christopher Hull

London Colney  
St Albans, Herts AL1 9AB  
ENGLAND